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ELLSWORTH C. ALVORD (1964)

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FEB 22 '02 11-24 AM
TS
SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

February 20, 2002

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Lease Agreement, dated as of December 13, 2001, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: MRC Rail Services, LLC
One California Street
San Francisco, CA 9411

Lessee: Martin Marietta Materials, Inc.
Martin Marietta Materials Southwest, Ltd.
1160 James Drive East
Suite 200
St. Rose, LA 70087

A description of the railroad equipment covered by the enclosed document is:

40 gondola railcars within the series MBKX 286525 – MBKX 286624

Mr. Vernon A. Williams
February 20, 2002
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Lease Agreement

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee and cross-indexing fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/anr
Enclosures

**MEMORANDUM OF LEASE AGREEMENT
BETWEEN
MRC RAIL SERVICES, LLC ("LESSOR")
AND
MARTIN MARIETTA MATERIALS, INC.
AND
MARTIN MARIETTA MATERIALS SOUTHWEST, LTD.
(COLLECTIVELY THE "LESSEE")**

December 13, 2001

RECORDED NO. 23872 - FEB

FEB 22 '02 11-24 AM

SURFACE TRANSPORTATION BOARD

Memorandum of a Lease Agreement made and entered into as of December 13, 2001 by and between MRC Rail Services, LLC, a Delaware limited liability corporation, ("Lessor") and Martin Marietta Materials, Inc., a North Carolina corporation, Martin Marietta Materials Southwest LTD., a limited partnership (jointly, severally and collectively, "Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor 40 units of 2743 cf 52' 6" mill gondolas 5'6" sides of bearing marks and numbers as follows:

MBKX 286525, 286528, 286531, 286534, 286535, 286539, 286541, 286542, 286543, 286544, 286546, 286551, 286558, 286560, 286561, 286562, 286563, 286564, 286565, 286568, 286569, 286570, 286571, 286573, 286576, 286577, 286581, 286582, 286589, 286592, 286601, 286605, 286608, 286610, 286612, 286618, 286620, 286621, 286623, 286624

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

Lessor: MRC Rail Services, LLC

By: *Michael W. Wore*
Title: *President*
Date: *January 22, 2002*

Lessee: Martin Marietta Materials, Inc..

By: *James A. Tano*
Title: *Executive*
Date: *1-9-02*

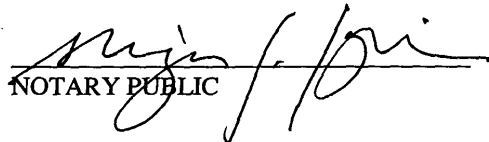
Lessee: Southwest I, LLC
as General Partner of Martin
Marietta Materials Southwest,
LTD.

By: *James A. Tano*
Title: *President*
Date: *1-9-02*

STATE OF CALIFORNIA

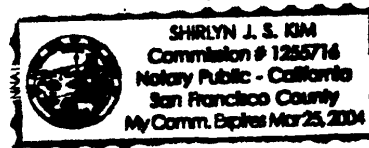
CITY AND COUNTY OF SAN FRANCISCO

On this 22nd day of Jan, 2012, before me personally appeared Michihiro Nose, to me personally known, who being by me duly sworn, says that he is the President of MRC Rail Services, LLC that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.


NOTARY PUBLIC

My commission expires:

STATE OF Texas
COUNTY OF Bexar



On this 9th day of Jan, 2002, before me personally appeared Bruce A. Vaio to me personally known, who being by me duly sworn, says that he is the Executive of Martin Marietta that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

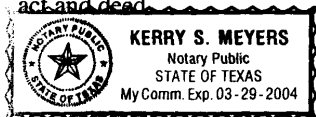



NOTARY PUBLIC

My commission expires:

STATE OF Texas
COUNTY OF Bexar

On this 9th day of Jan, 2002, before me personally appeared Bruce A. Vaio to me personally known, who being by me duly sworn, says that he is the President of Martin Marietta that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.




NOTARY PUBLIC

My commission expires: